

Form PTO-1594 (Rev. 07/05)  
OMB Collection 0651-0027 (exp. 6/30/2008)

U.S. DEPARTMENT OF COMMERCE  
United States Patent and Trademark Office

### RECORDATION FORM COVER SHEET TRADEMARKS ONLY

To the Director of the U. S. Patent and Trademark Office: Please record the attached documents or the new address(es) below.

#### 1. Name of conveying party(ies):

UBS AG, Stamford Branch  
677 Washington Boulevard  
Stamford, CT 06901

- Individual(s)
- General Partnership
- Corporation- State: \_\_\_\_\_
- Other Bank (Collateral Agent)
- Association
- Limited Partnership

Citizenship (see guidelines) \_\_\_\_\_

Additional names of conveying parties attached?  Yes  No

#### 3. Nature of conveyance /Execution Date(s) :

Execution Date(s) January 6, 2006

- Assignment
- Security Agreement
- Other Release of Security Interest
- Merger
- Change of Name

#### 2. Name and address of receiving party(ies)

Additional names, addresses, or citizenship attached?  Yes  No

Name: THE COLUMBIA HOUSE COMPANY

Internal

Address: \_\_\_\_\_

Street Address: 1221 Avenue of the Americas

City: New York

State: NY

Country: USA Zip: 10020

- Association
- General Partnership
- Limited Partnership
- Corporation
- Other

Citizenship \_\_\_\_\_  
If assignee is not domiciled in the United States, a domestic representative designation is attached:  Yes  No  
(Designations must be a separate document from assignment)

#### 4. Application number(s) or registration number(s) and identification or description of the Trademark.

A. Trademark Application No.(s)  
75/787,657; 75/787,652; 75/787,656; 75/787,651; 75/315,504; 75/703,829; and 75/558,288

B. Trademark Registration No.(s)  
2,231,376; 2,363,787; 2,187,175; 2,187,174; 2,262,868; 2,325,387;  
(continued on attached sheet).

Additional sheet(s) attached?  Yes  No

#### C. Identification or Description of Trademark(s) (and Filing Date if Application or Registration Number is unknown):

#### 5. Name & address of party to whom correspondence concerning document should be mailed:

Name: Sarah A. Hsia

Internal Address: Alston & Bird LLP

Street Address: 90 Park Avenue

City: New York

State: New York Zip: 10016

Phone Number: (212) 210-9400

Fax Number: (212) 210-9444

Email Address: ipnyc@alston.com

#### 6. Total number of applications and registrations involved:

30

#### 7. Total fee (37 CFR 2.6(b)(6) & 3.41) \$ 1,200

- Authorized to be charged by credit card
- Authorized to be charged to deposit account
- Enclosed

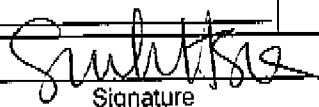
#### 8. Payment Information:

a. Credit Card Last 4 Numbers \_\_\_\_\_  
Expiration Date \_\_\_\_\_

b. Deposit Account Number 230380

Authorized User Name Linda Marie Sanchez

#### 9. Signature:



Signature

2/9/06  
Date

Sarah A. Hsia

Name of Person Signing

Total number of pages including cover sheet, attachments, and document:

8

Documents to be recorded (including cover sheet) should be faxed to (571) 273-0140, or mailed to:  
Mail Stop Assignment Recordation Services, Director of the USPTO, P.O. Box 1450, Alexandria, VA 22313-1450

CH \$765.00 230380 75787657

**Attachment to Recordation Form Cover Sheet – Trademarks Only****Continuation of Item No. 2 (Name and address of receiving parties) -**

CH OPERATING, LLC, COLUMBIA HOUSE HOLDINGS INC., CH SUB LLC, CH LLC (Canada), CH SUB LLC (Canada), CH CORP. (Mexico) I, Inc., and CH CORP. (Mexico) II, Inc. c/o The Columbia House Company, 1221 Avenue of the Americas, New York, NY 10020.

**Continuation of Item No. 4 (Application or registration numbers and identification or description of the Trademark) -**Trademark Registrations Nos. (continued):

1,753,050 for ENTERTAINING AMERICA . . . ONE PERSON AT A TIME;  
2,157,247 for Miscellaneous Design;  
2,275,746 for Miscellaneous Design;  
2,409,108 for PIX MOVE SERVICE in Class 16;  
2,411,077 for PIX MOVIE SERVICE in Class 35;  
2,224,988 for POWER + GLORY;  
2,208,348 for POWER + GLORY and Design (Class 25);  
2,210,133 for POWER + GLORY and Design (Class 35);  
2,335,896 for REALM;  
2,373,978 for REALM LATINO;  
2,188,105 for RE-TV;  
1,780,749 for SPIES;  
1,906,841 for SPRING STREET MUSIC;  
2,115,339 for THE BEST ALBUM YOU'VE NEVER HEARD;  
2,254,233 for TOTAL E in Class 25;  
2,226,759 for TOTAL E in Class 35; and  
2,248,679 for YOUR STOREHOUSE OF CHRISTIAN MUSIC.

SCHEDULE A

U.S. Trademarks

Trademark Registrations:

<u>TRADEMARK</u>	<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY</u>
AMERICA'S KEEPER OF CLASSIC TV	The Columbia House Company	2,231,376	U.S.
BUENA NOTA	The Columbia House Company	2,363,787	U.S.
GD HEADQUARTERS	The Columbia House Company	2,187,175	U.S.
GDHQ and Design	The Columbia House Company	2,187,174	U.S.
CLUB MUSICA LATINA (Stylized) (Cl. 25)	The Columbia House Company	2,262,868	U.S.
CLUB MUSICA LATINA (Stylized) (Cl. 35)	The Columbia House Company	2,325,367	U.S.
ENTERTAINING AMERICA ... ONE PERSON AT A TIME	The Columbia House Company	1,783,050	U.S.
Miscellaneous Design	The Columbia House Company	2,157,217	U.S.
Miscellaneous Design	The Columbia House Company	2,275,746	U.S.
PIX MOVE SERVICE (Cl. 16)	The Columbia House Company	2,409,108	U.S.
PIX MOVIE SERVICE (Cl. 35)	The Columbia House Company	2,411,077	U.S.
POWER + GLORY	The Columbia House Company	2,024,988	U.S.
POWER + GLORY and Design (Cl. 25)	The Columbia House Company	2,208,348	U.S.
POWER + GLORY and Design (Cl. 35)	The Columbia House Company	2,210,153	U.S.
REALM	The Columbia House Company	2,335,896	U.S.
REALM LATINO	The Columbia House Company	2,373,978	U.S.

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<u>TRADEMARK</u>	<u>OWNER</u>	<u>REGISTRATION NUMBER</u>	<u>COUNTRY</u>
RE-TV	The Columbia House Company	2,188,105	U.S.
SPIES	The Columbia House Company	1,780,749	U.S.
SPRING STREET MUSIC	The Columbia House Company	1,906,841	U.S.
THE BEST ALBUM YOU'VE NEVER HEARD	The Columbia House Company	2,115,339	U.S.
TOTAL E (Cl. 25)	The Columbia House Company	2,254,233	U.S.
TOTAL E (Cl. 35)	The Columbia House Company	2,226,759	U.S.
YOUR STOREHOUSE OF CHRISTIAN MUSIC	The Columbia House Company	2,248,679	U.S.

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Trademark Applications:

<u>DESCRIPTION</u>	<u>OWNER</u>	<u>APPLICATION NUMBER</u>	<u>COUNTRY</u>
ALBUMDIRECT	The Columbia House Company	U.S. App. Serial No. 75/787,657; Class 35	U.S.
ALBUMDIRECT	The Columbia House Company	U.S. App. Serial No. 75/787,652; Class 9	U.S.
ALBUMDIRECT.COM	The Columbia House Company	U.S. App. Serial No. 75/787,656; Class 35	U.S.
ALBUMDIRECT.COM	The Columbia House Company	U.S. App. Serial No. 75/787,651; Class 9	U.S.
TOTAL E	The Columbia House Company	U.S. App. Serial No. 75/315,504; Class 9	U.S.
TOTAL E AND DESIGN	The Columbia House Company	U.S. App. Serial No. 75/703,829; Class 9	U.S.
TOTAL EXPRESS	The Columbia House Company	U.S. App. Serial No. 75/558,288; Class 35	U.S.

**TERMINATION AND RELEASE OF SECURITY INTEREST  
IN TRADEMARKS**

TERMINATION AND RELEASE, dated as of July 1, 2005, from UBS AG, STAMFORD BRANCH (the "Collateral Agent"), to CH OPERATING LLC, COLUMBIA HOUSE HOLDINGS INC., CH SUB LLC, CH LLC (Canada), CH SUB LLC (Canada), CH CORP. (MEXICO) I, INC., CH CORP. (MEXICO) II, INC., and THE COLUMBIA HOUSE COMPANY (collectively, the "Pledgors").

WITNESSETH:

WHEREAS, the Pledgors granted a security interest in certain Collateral (as hereinafter defined) to the Collateral Agent (the "Security Interest");

WHEREAS, the Security Interest was recorded in the Trademark Division of the United States Patent & Trademark Office on June 24, 2002, at Reel 002536, Frames 0136 - 0213; and

WHEREAS, all of Pledgors' obligations have now been satisfied and the Collateral Agent now desires to terminate and release the entirety of its Security Interest in the Pledged Collateral;

NOW, THEREFORE, for good and valuable consideration including the satisfaction of all obligations, indebtedness and liabilities secured by the Collateral, the receipt and adequacy of which are hereby acknowledged, and upon the terms set forth in this Termination and Release, the Collateral Agent hereby terminates and releases the Security Interest in the Collateral as follows:

1. Collateral: The term "Collateral," as herein, shall mean all of the Pledgors' right, title and interest of every kind and nature in:
  - (a) the United States trademarks and service marks set forth in Schedule A

to this Release and (i) all registrations, applications, recordings and common-law rights relating thereto; (ii) all renewals thereof; (iii) all income, license royalties, damages and payments now and hereafter due and/or payable with respect thereto, including, without limitation, damages and payments for past, present and/or future infringements thereof; (iv) the right to sue for past, present and future infringements thereof; (v) all rights corresponding thereto throughout the world; and (vi) the goodwill of Pledgors' business connected with and symbolized by the foregoing.

[REMAINDER OF PAGE INTENTIONALLY LEFT BLANK]

IN WITNESS WHEREOF, the undersigned has executed this Termination and

Release by its duly authorized officer as of the date first above written.

[Signature]  
WITNESS

UBS AG, STAMFORD BRANCH

By: [Signature]  
Name: Richard L. Tavrow  
Title: Director  
Banking Products  
Services, US

[Signature]  
WITNESS

By: [Signature]  
Name: Irja R. Otsa  
Title: Associate Director  
Banking Products  
Services, US

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

ss: \_\_\_\_\_

On this 6th day of JANUARY, 2006, before me personally appeared RICHARD L. TAVROW to me known who, being by me duly sworn, did depose and say that he/she is DIRECTOR of UBS AG, STAMFORD BRANCH, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by UBS AG, STAMFORD BRANCH.

[Signature]  
Notary Public  
Commission Expires 6/30/06

STATE OF CONNECTICUT  
COUNTY OF FAIRFIELD

ss: \_\_\_\_\_

On this 6th day of JANUARY, 2006, before me personally appeared IRJA R. OTSA to me known who, being by me duly sworn, did depose and say that he/she is ASSOCIATE DIRECTOR of UBS AG, STAMFORD BRANCH, described herein and which executed the foregoing instrument, and that he/she signed his/her name thereto pursuant to the authority granted by UBS AG, STAMFORD BRANCH.

[Signature]  
Notary Public  
Commission Expires 6/30/06